Helmerich & Payne, Inc. Form 4 December 02, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31,

2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES**

Estimated average burden hours per

Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

0.5 response...

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Ad HELMERICI	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	Helmerich & Payne, Inc. [HP] 3. Date of Earliest Transaction	(Check all applicable)			
1437 SOUTH BOULDER AVE.		AVE.	(Month/Day/Year) 11/30/2015	_X_ Director 10% Owner Officer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
TULSA, OK 74119				Form filed by More than One Reporting Person			

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) actiomr Disposed of (D) (Instr. 3, 4 and 5) 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	11/30/2015		M	90,000	A	\$ 30.2375	915,925	D	
Common Stock	11/30/2015		F	64,846	D	\$ 58.0375	851,079	D	
Common Stock							1,605,915	I	Family Trust
Common Stock							37,470	I	By Spouse (1)
Common Stock							21,438	I	401(k) Plan
							33,600	I	

Common Family Stock Trusts

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 58.25	11/30/2015		A	18,841		11/30/2015(2)	11/30/2025	Common Stock
Employee Stock Option (right to buy)	\$ 30.2375	11/30/2015		M		90,000	12/05/2005	12/05/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Director 10% Owner Officer Other

HELMERICH HANS 1437 SOUTH BOULDER AVE. X TULSA, OK 74119

Signatures

Jonathan M. Cinocca, by Power of Attorney for Hans
Helmerich

12/02/2015

**Signature of Reporting Person Date

Reporting Owners 2

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person disclaims beneficial ownership of the shares, and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares for purposes of Section 16 or otherwise.
- (2) The options were granted under the Helmerich & Payne, Inc. 2010 Long-Term Incentive Plan 11/30/2015. The options vested on the date of grant.

Remarks:

The reporting person no longer has a reportable beneficial interest in 9,675 shares of the Issuer's common stock owned by his of Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.